

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY,
LLC,¹

Debtor.

Chapter 11

Case No. 22-10602 (JKS)

Objection Deadline: October 17, 2022 at 4:00 p.m. (ET)

**SUMMARY OF THIRD MONTHLY FEE APPLICATION OF SHULMAN BASTIAN
FRIEDMAN & BUI LLP, BANKRUPTCY COUNSEL TO THE DEBTOR, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM SEPTEMBER 1, 2022 THROUGH SEPTEMBER 30, 2022**

Name of Applicant:

Shulman Bastian Friedman & Bui LLP

Authorized to Provide
Professional Services to:

Debtor and Debtor in Possession

Date of Retention:

July 5, 2022 (effective July 5, 2022)

Period for which compensation
and reimbursement is sought:

September 1, 2022 through September 30, 2022

Amount of Compensation sought as
actual, reasonable and necessary
legal services rendered:

\$32,427.50

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary:

\$0.00

This is a(n): X monthly interim final application

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

PRIOR APPLICATIONS FILED

Dated Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
08/08/2022	7/5/2022 – 7/31/2022	\$89,666.00	\$41.05	\$71,732.80 (80%)	\$41.05 (100%)
09/08/2022	8/1/2022 – 8/31/2022	\$55,401.00	\$19.50	\$44,320.80 (80%)	\$19.50 (100%)

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LLP, BANKRUPTCY COUNSEL TO THE DEBTOR, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM SEPTEMBER 1, 2022 THROUGH SEPTEMBER 30, 2022**

Shulman Bastian Friedman & Bui LLP (“SBFB”), general bankruptcy counsel to Agway Farm & Home Supply, LLC, the debtor and debtor in possession (the “Debtor”), hereby submits its monthly fee application (the “Application”) for entry of an order pursuant to section 331 of title 11 of the United States Code, 11 U.S.C. §§101 et seq., as amended (the “Bankruptcy Code”) granting interim compensation in the amount of \$32,427.50 and reimbursement of expenses in the amount \$0.00 for the period from September 1, 2022 through September 30, 2022 (the “Compensation Period”), and in support thereof, SBFB respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B).
2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

3. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

BACKGROUND

4. On July 5, 2022 (the “Petition Date”), the Debtor filed a voluntary petition with the United States Bankruptcy Court for the District of Delaware (the “Court”) for relief under chapter 11 of the Bankruptcy Code. The Debtor is operating its business and managing its properties as debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 18, 2022, an official committee of unsecured creditors (the “Committee”) was appointed in this case. No trustee or examiner has been appointed.

5. On July 13, 2022, the Debtor filed a Motion for Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Administrative Compensation Motion”) [D.I. 54]. The deadline for filing objections to the Administrative Compensation Motion was 4:00 p.m. (ET) on July 27, 2022. No objections to the Administrative Compensation Motion were filed and on August 2, 2022 the Debtor submitted its Certification of Counsel and proposed form of order approving the Administrative Compensation Motion [D.I. 103]. On August 3, this Court entered an Order granting the Administrative Compensation Motion [D.I. 114].

6. On July 13, 2022, the Debtor filed an application seeking the retention and employment of Shulman Bastian Friedman & Bui LLP as bankruptcy counsel for the Debtor nunc pro tunc to the Petition Date [D.I. 50]. On August 3, 2022, this Court entered an Order [D.I. 112] approving the retention of SBF&B as bankruptcy counsel to the Debtor nunc pro tunc to the Petition Date.

7. Attached hereto as **Exhibit A** is a full and detailed statement describing the services rendered by each professional and paraprofessional at SBFB during the Compensation Period.

8. To apprise this Court of the legal services provided during the Compensation Period, SBFB sets forth the following summary of legal services rendered. The summary is intended only to highlight the general categories of services performed by SBFB on behalf of the Debtor; it is not intended to set forth each and every item of professional services which SBFB performed.

- **Estate Analysis**

This category includes time expended by SBFB in connection with addressing potential collection actions, including preparation of letters to be sent regarding need for proof of delivery documentation to collect receivables, review and analysis of issues related to collection of accounts receivable and multiple conferences and correspondence related to same. This category includes (i) review and analysis of issue relating to creation of credit memos to reconcile pre-petition disputes, (ii) conferences with John Hart Farms addressing collections and payment plans, and (iii) drafting of form complaint for turnover of accounts receivable.

SBFB expended 13.60 hours of time for a charge of \$4,695.00 services rendered with respect to matters relating to estate analysis.

- **Asset Disposition**

This category includes time expended by SBFB in connection with the review and analysis of potential sale scenarios and the sale process. Such services included addressing issues and participating in numerous conferences relating to (1) strategy, (2) review and communications with True Value relating to execution of APA and seeking court approval of

same, (3) review and revising of the asset purchase agreement and bid procedures motion for Florida Hardware, and communications relating to same, (4) addressing pending sale issues with the Committee and various parties, (5) review, analysis and revisions of the bid procedures motion, (6) review and revising of sale documents and participating in numerous communications and multiple correspondence relating to same, (7) communications addressing sales process and related options to vacate and rejection procedures, (8) address issues relating to pending sales and IP sales process, (9) communications and review of various offers for auction and remnant inventory, (10) review and revise APA with Myron Bowling, review auctioneer agreement and addressing various issues regarding Myron Bowling's bid, (11) review and revise bidding procedures order, prepare for and attend hearing on bidding procedures motion, (12) review, analyze and multiple communications and correspondence related to multiple sale documents and offers, and (13) review and analyze statutory authority re abandonment under Section 544 of the Bankruptcy Code and drafting of memorandum re same.

SBFB expended 40.10 hours of time for a charge of \$17,363.00 for services rendered with respect to matters relating to asset disposition.

- **Business Operations**

This category includes time expended by SBFB in connection with addressing issues related to the Debtor's business operations. Such included (1) dealing with notice from Appalachian Power relating to shutting off service, (2) review and analysis of budgetary issues and performance issues, and (3) review and analysis of issues related to continuing operations and next steps to accomplish pending tasks.

SBFB expended 2.10 hours of time for a charge of \$1,255.50 for services rendered with respect to matters relating to business operations.

- **Case Administration**

This category includes time expended by SBFB in connection with (1) the review and analysis of issues and documents related to pending committee requests, (2) reviewing of the Debtor's monthly operating report and communications addressing same, (3) participating in conference calls with the Debtor relating to next steps in case, and (4) attending to various case administrative matters, calendaring of hearings and various related deadlines, and updating and maintaining casefiles.

SBFB expended 4.40 hours of time for a charge of \$2,055.50 for services rendered with respect to matters relating to case administration.

- **Claims Administration & Objections**

This category includes analysis regarding potential claim issues, including review of various claims and responding to telephone calls from various parties relating to claims. Such included (1) review and analysis of the lien filed by Premier Horticulture and addressing issues and communications relating to same, (2) review and analysis of pending litigation claims, and (3) review and analysis of Rhino Seed's judgment obtained post-petition. This category also includes review and analysis relating to settlement of a wrongful death action and in the preparation of a 9019 motion to approve the settlement agreement of the wrongful death action.

SBFB expended 5.10 hours of time for a charge of \$2,284.50 for services rendered with respect to matters relating to claims administration and objections.

- **Fee Application**

This category includes time expended by SBFB in connection with reviewing and revising invoices in preparation of monthly fee applications, addressing issues relating to monthly fee applications, and in commencing drafting of this monthly fee application of SBFB. Moreover, this category includes reviewing and providing comments to the monthly fee application of Focus Management and assisting in the preparation and finalizing of same.

SBFB expended 7.60 hours of time for a charge of \$2,739.00 for services rendered with respect to matters relating to fee application.

- **Employment**

This category includes time expended by SBFB in connection with the preparation of a motion to employ ordinary course professionals. Moreover, this category includes communications addressing the need to employ an auctioneer and in drafting an application to employ an auctioneer.

SBFB expended 5.50 hours of time for a charge of \$1,540.00 for services rendered with respect to matters relating to employment applications.

- **Litigation – Automatic Stay**

This category includes time expended by SBFB in connection with reviewing emails addressing filing of notices of stay.

SBFB expended .10 hours of time for a charge of \$25.00 for services rendered with respect to matters relating to litigation – automatic stay.

- **Litigation – Collections**

This category includes time expended by SBFB in connection with reviewing and analysis of issues relating to credit memos to offset pre-petition obligations.

SBFB expended .40 hours of time for a charge of \$210.00 for services rendered with respect to matters relating to litigation – collections.

- **General Litigation**

This category includes time expended by SBFB in connection with the review and exchange of correspondence relating to Honeywell's subpoena for production of records relating to NY chemical clean-up and in reviewing emails addressing issues relating to 9019 settlement motion relating to a wrongful death claim.

SBFB expended .60 hours of time for a charge of \$260.00 for services rendered with respect to matters relating to general litigation.

9. The total sum due to SBFB for professional services rendered on behalf of the Debtor during for the Compensation Period is \$32,427.50. SBFB submits that the professional services it rendered on behalf of the Debtor during this time were reasonable and necessary.

10. SBFB incurred \$0.00 of expenses during the Compensation Period. A chart detailing the specific disbursements are attached hereto as **Exhibit B**.

11. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements, including that copying charges were only \$.10 per page.

WHEREFORE, SBFB hereby requests pursuant to the procedures allowed in the Administrative Compensation Order: (i) interim allowance of compensation for necessary and valuable professional services rendered to the Debtor in the amount of \$32,427.50 and reimbursement of expenses in the amount of \$0.00 for the period from September 1, 2022 through September 30, 2022; (ii) payment in the total amount of \$25,942.00 (representing 80%

of the total fees (\$32,427.50) billed and 100% of the expenses \$0.00 incurred during the Application Period); and (iii) such other relief as this Court deems just and proper.

Dated: October 6, 2022
Wilmington, Delaware

MORRIS JAMES LLP

/s/ Brya M. Keilson

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